

RECORDATION NO. 27837 FILED

MAR 12 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: Reed Minerals Division,
Harsco Corporation
350 Poplar Church Road
Camp Hill, PA 17011]

Anne K. Quinlan, Esquire
March 12, 2009
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A description of the railroad equipment covered by the enclosed document is:

69 railcars: NAHX 330344 - NAHX 330413 (excluding NAHX 330385).

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

WITNESSETH:

As of the date hereof, the Lessor and Reed Minerals Division, Harsco Corporation, an Indiana corporation (the "Lessee"), are parties to that certain Rider No. 007 dated July 1, 2007 (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 7373-1 dated November 29, 1984 between the Lessor and the Lessee, as amended by that certain Amendment No. 1 dated February 23, 1995 between the Lessor and the Lessee, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

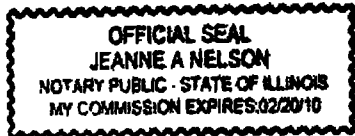
STATE OF ILLINOIS

)
) SS:

COUNTY OF COOK

On this, the 16th day of Sept., 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A handwritten signature in dark ink, appearing to be "Jeanne A. Nelson", is written over a horizontal line.

Name: _____

Notary Public

My Commission Expires: _____

2/20/2010

Cook Co.

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit</u>	<u>Car</u>	<u>Car</u>			
<u>Count</u>	<u>Mark</u>	<u>Number</u>			
1	NAHX	330344	43	NAHX	330387
2	NAHX	330345	44	NAHX	330388
3	NAHX	330346	45	NAHX	330389
4	NAHX	330347	46	NAHX	330390
5	NAHX	330348	47	NAHX	330391
6	NAHX	330349	48	NAHX	330392
7	NAHX	330350	49	NAHX	330393
8	NAHX	330351	50	NAHX	330394
9	NAHX	330352	51	NAHX	330395
10	NAHX	330353	52	NAHX	330396
11	NAHX	330354	53	NAHX	330397
12	NAHX	330355	54	NAHX	330398
13	NAHX	330356	55	NAHX	330399
14	NAHX	330357	56	NAHX	330400
15	NAHX	330358	57	NAHX	330401
16	NAHX	330359	58	NAHX	330402
17	NAHX	330360	59	NAHX	330403
18	NAHX	330361	60	NAHX	330404
19	NAHX	330362	61	NAHX	330405
20	NAHX	330363	62	NAHX	330406
21	NAHX	330364	63	NAHX	330407
22	NAHX	330365	64	NAHX	330408
23	NAHX	330366	65	NAHX	330409
24	NAHX	330367	66	NAHX	330410
25	NAHX	330368	67	NAHX	330411
26	NAHX	330369	68	NAHX	330412
27	NAHX	330370	69	NAHX	330413
28	NAHX	330371			
29	NAHX	330372			
30	NAHX	330373			
31	NAHX	330374			
32	NAHX	330375			
33	NAHX	330376			
34	NAHX	330377			
35	NAHX	330378			
36	NAHX	330379			
37	NAHX	330380			
38	NAHX	330381			
39	NAHX	330382			
40	NAHX	330383			
41	NAHX	330384			
42	NAHX	330386			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/12/09



Robert W. Alvord